

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. Grace & Co., et al.,)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
)	
Debtors.)	Related Docket No. _____

ORDER GRANTING APPLICATION OF ZAI (CLASS 7B) TRUSTEE EDWARD B. COTTINGHAM, JR., FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES RELATING TO PLAN IMPLEMENTATION FOR THE PERIOD OF DECEMBER 1, 2013 THROUGH FEBRUARY 3, 2014

Upon consideration of the Application of Edward B. Cottingham, as ZAI (Class 7B) Trustee seeking the entry of an Order for allowance of compensation and reimbursement of expenses on a final basis for the period of December 1, 2013 through February 3, 2014 (the "Application Period"); and this Court having determined that all of the requirements of sections 327, 328, 330, 331 and 503(b) of the Bankruptcy Code as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the applicable Local Rules have been satisfied; and it further appearing that the expenses incurred were actual, reasonable and necessary; and it appearing that notice of the Application was appropriate; and after due deliberation and sufficient good cause appearing therefore; it is hereby

ORDERED that the Application is approved on a final basis; and it is further

ORDERED that Mr. Cottingham is granted a final allowance of \$33,570.00 for fees and \$1,175.96 in expenses during the Application Period; and it is further

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: April ____, 2014
Wilmington, Delaware

The Honorable Kevin J. Carey
United States Bankruptcy Judge